

**LIMITED LIABILITY COMPANY
STATE OF MAINE
CERTIFICATE OF MERGER OF**

Filing Fee \$100.00

organized under the laws of _____
☐ and others (see below)

INTO

organized under the laws of _____

Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to [31 MRSA §744.1](#), the members of each participating limited liability company approved an agreement of merger and the undersigned limited liability companies execute, adopt and deliver for filing the following Certificate of Merger:

FIRST: The participating limited liability companies and jurisdictions:

Name of Limited Liability Company

Jurisdiction

(Use additional sheets if necessary.)

SECOND: An agreement of merger has been approved and executed by each limited liability entity that is a party to the merger.

THIRD: The name of the surviving limited liability company is _____;
and it is to be governed by the laws of the jurisdiction of _____.

FOURTH: Any changes to the articles of organization of the surviving limited liability company are attached as Exhibit _____
and are made a part hereof. If no changes, "X" the following ☐.

FIFTH: Effective date of the merger (if other than date of filing of the Certificate) is _____

(Not to exceed 60 days from date of filing of the Certificate)

SIXTH: The agreement of merger is on file at a place of business of the surviving limited liability company at the following address:

SEVENTH: A copy of the agreement of merger will be furnished by the surviving limited liability company on request and without cost, to a person holding an interest in a limited liability company that is to merge.

EIGHTH: If the surviving limited liability company is not organized under the laws of this State, the survivor:

(1) Agrees that it may be served with process in this State in a proceeding for enforcement of an obligation of a party to the merger that was organized under the laws of this State, as well as for enforcement of an obligation of the surviving limited liability company arising from the merger; and

(2) Appoints the Secretary of State as its agent for service of process in any such proceeding. The following is the address to which a copy of the process must be mailed by the Secretary of State:

Name of participating domestic limited liability company _____

DATED _____

Manager(s)/Member(s)*

(signature) (type or print name and capacity)

For Manager(s)/Member(s) which are Entities

Name of Entity _____

By _____
(authorized signature) (type or print name and capacity)

Name and jurisdiction of participating limited liability company _____

DATED _____

Manager(s)/Member(s)*

(signature) (type or print name and capacity)

For Manager(s)/Member(s) which are Entities

Name of Entity _____

By _____
(authorized signature) (type or print name and capacity)

(Use additional sheets if necessary.)

*Certificate **MUST** be signed by:

- (1) at least one manager **OR**
- (2) at least one member if the limited liability company is managed by the members **OR**
- (3) any duly authorized person.

The execution of this certificate constitutes an oath or affirmation under the penalties of false swearing under [17-A MRSA §453](#).

Please remit your payment made payable to the Maine Secretary of State.

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**